

THE UPJOHN COMPANY

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CORPORATE LAW

August 31, 1993


Federal Election Commission
999 E Street, N.W.
Washington, D.C. 20463

Re: Upjohn Employees' Political Action Committee #C00091942

Dear Sir or Madam:

Please be advised that the Upjohn Employees' Political Action Committee, 7000 Portage Road, Kalamazoo, MI 49001 has amended Article IV of its By-Laws. Enclosed is a copy of the amended By-Laws which are effective on September 1, 1993.

Sincerely,



Larry Moore
Senior Counsel -
Pharmaceutical and
Agricultural Operations

Enclosure

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ARTICLES OF ORGANIZATION

ARTICLE I

Name

There is hereby established in the State of Michigan The Upjohn Employees Political Action Committee (hereinafter called "UEPAC").

ARTICLE II

Principal Office and Address

The principal office shall be located at Kalamazoo, Michigan and its address shall be 7000 Portage Road, Kalamazoo, Michigan 49001.

ARTICLE III

Organization

UEPAC shall be a voluntary, non-profit, unincorporated political association composed of its members, who shall be individuals. It shall be independent of any political party, candidate or organization except that The Upjohn Company shall defray all the costs and expenses incurred in the establishment and administration of, and in the solicitation of contributions.

ARTICLE IV

Purposes

The purposes of UEPAC are the protection, preservation and furtherance of the interests of the employees of The Upjohn Company. To achieve these purposes, UEPAC is empowered, subject to applicable Federal and State law, to solicit and accept voluntary contributions from its members and to expend such contributions to influence the nomination for election, and the election of candidates for Federal and State elective public office who it is believed are in general agreement with the objective of the committee.

ARTICLE V

Membership

Membership in UEPAC shall be open to all administrative and executive personnel (as defined by the Federal Election Commission) employed by The Upjohn Company.

ARTICLE VI**Contributions**

Section 1. All contributions shall be voluntary and no contributions shall be solicited or secured by job discrimination or financial reprisal or by the threat of job discrimination or financial reprisal, or as a condition of employment by The Upjohn Company or any of its subsidiaries.

Section 2. No contribution shall be accepted, and no expenditure shall be made at a time when there is a vacancy in either the office of its Chairman or Treasurer.

Section 3. No member of UEPAC, nor anyone making a contribution to UEPAC, shall have a right to share personally in any funds or other assets of UEPAC upon its dissolution, or at any other time.

ARTICLE VII**Separate Segregated Fund**

All contributions shall be maintained as a separate, segregated fund, and all expenditures in support of any candidate, shall be made from such fund and from no other source.

ARTICLE VIII**Officers**

Section 1. The officers shall be a Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and shall be appointed by the Officers of The Upjohn Company from its executive and administrative personnel. Each officer shall continue to serve in his office until his successor is appointed and qualified.

Section 2. The Chairman shall be the chief executive officer of UEPAC and shall administer the functions of UEPAC. The Chairman, or his or her designee, shall preside at all general membership meetings and Steering Committee meetings.

Section 3. The Vice Chairman shall chair the Distribution Subcommittee. The Vice Chairman, or his or her designee, shall preside at all meetings of the Distribution Subcommittee.

Section 4. The Treasurer shall be the chief financial officer of UEPAC. The Treasurer, or in his or her stead, the Assistant Treasurer, subject to the provisions of these Articles of Organization shall have general responsibility for all funds collected and shall cause all funds to be deposited and all books of account to be kept in accordance with the directives and in a manner authorized by the Steering Committee. The Treasurer shall also prepare, sign, file and maintain copies of all reports required by law.

Section 5. The Secretary, or his or her designee, shall assume responsibility for maintaining all minutes of meetings the general membership, Steering Committee and the Distribution Subcommittee.

Section 6. During the absence or incapacity of the Chairman, the Vice Chairman shall assume the duties and exercise the powers of the Chairman. The Vice Chairman shall perform such other duties as may be assigned to him by these Articles, by the Bylaws or by the Chairman.

Section 7. During the absence or incapacity of the Treasurer, the Assistant Treasurer shall perform the duties and functions and exercise the powers of the Treasurer.

Section 8. During the absence or incapacity of the Secretary, the Assistant Secretary shall perform the duties and functions and exercise the powers of the Secretary.

ARTICLE IX Committees

Section 1. Administrative decisions for UEPAC shall be made by the Steering Committee, which shall be composed of selected current UEPAC members. The Chairman shall determine the size of the Steering Committee and make the individual appointments. A quorum of the Steering Committee for the conduct of business shall consist of a majority of its members.

Section 2. The expenditure of any funds in support of eligible candidates shall be

within the sole discretion of the Distribution Subcommittee. The Distribution Subcommittee shall consist of up to 15 selected UEPAC members. The Steering Committee shall determine the Distribution Subcommittee size and make the individual appointments, upon nomination by the UEPAC Chairman. The Chairman of UEPAC is an ex-officio member of the Distribution Subcommittee.

Section 2a. The Distribution Subcommittee shall include the Treasurer or Assistant Treasurer. A quorum of the Distribution Subcommittee for the transaction of business shall consist of a majority of its members.

Section 2b. The Distribution Subcommittee may delegate to the UEPAC Chairman, subject to the overall direction of the Steering Committee, the responsibility for managing the financial affairs of the financial affairs of UEPAC, including the power to determine the candidates that UEPAC shall support.

ARTICLE X

Meetings

The Steering Committee and Distribution Subcommittee may be called into session by the respective chairman or by any of its members whenever such member or members deem it necessary that a question relating to the affairs of UEPAC be considered by either aforementioned body.

ARTICLE XI

Adoption, Amendments and Bylaws

Section 1. These Articles shall be adopted effective September 1, 1993.

Section 2. These articles may be amended from time to time by action of a majority of the Steering Committee, provided, however, that Sections 1, 2 and 3 of Article VI shall not be subject to amendment or repeal so long as UEPAC remains in existence.

Section 3. Bylaws of UEPAC may be hereafter adopted, amended and repealed by the Steering Committee in accordance with procedures established in such Bylaws by such Steering Committee.

ARTICLE XII**Dissolution**

Although the duration of UEPAC is to be perpetual, it may be dissolved at any time by action of a majority of the Steering Committee. In the event of such dissolution, all surplus funds of UEPAC shall be promptly distributed to candidates or committees in a manner consistent with Article IX hereof and for the purposes set forth in Article IV hereof.

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